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BEFORE THE ARIZONA CORPORATION

COMMISSIONERS

GARY PIERCE, Chairman

BOB STUMP

SANDRA D. KENNEDY

PAUL NEWMAN

BRENDA BURNS

Arizona Corporation Commission

DOCKETED

JUL 15 2011

DOCKETED BY

IN THE MATTER OF THE APPLICATION OF
PALO VERDE UTILITIES COMPANY FOR AN
EXTENSION OF ITS EXISTING CERTIFICATE
OF CONVENIENCE AND NECESSITY.

Docket No. SW-03575A-03-0586

IN THE MATTER OF THE APPLICATION OF
SANTA CRUZ WATER COMPANY FOR AN
EXTENSION OF ITS EXISTING CERTIFICATE
OF CONVENIENCE AND NECESSITY.

Docket No. W-03576A-03-0586

**NOTICE OF FILING IN COMPLIANCE WITH
DECISION NO. 67240
(Acquisition Schedule)**

Global Water - Palo Verde Utilities Company and Global Water - Santa Cruz Water
Company, in compliance with Decision No. 67240 submit the attached Acquisition Schedule.

RESPECTFULLY submitted this 15th day of July 2011.

ROSHKA DEWULF & PATTEN, PLC.

By

Michael W. Patten

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ARIZONA CORPORATION COMMISSION
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1 Original + 15 copies of the foregoing
2 filed this 15th day of July 2011, with:

3 Docket Control
4 ARIZONA CORPORATION COMMISSION
5 1200 West Washington
6 Phoenix, Arizona 85007

7 Copies of the foregoing hand-delivered/mailed
8 this 15th day of July 2011, to:

9 Lyn Farmer, Esq.
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12 Arizona Corporation Commission
13 1200 West Washington
14 Phoenix, Arizona 85007

15 Janice Alward, Esq.
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25 Brian Bozzo
26 Manager Compliance Enforcement, Utilities Division
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Phoenix, Arizona 85007

By _____

Attachment B

Acquisition Schedule

This Acquisition Schedule shall be prepared pursuant to the Settlement Conditions contained in Arizona Corporation Commission Dockets No. SW-03575A-03-0588 and No. W-03576A-03-

PART 1

Describe below each investment in, or acquisition of, any utility made by Global Water Resources, Inc. during the six month period ending on the date this document is executed.

PART 2

As of 31 May 2011, the capital structures of Palo Verde Utilities Company (PVUC) and Santa Cruz Water Company (SCWC) and any other GWR acquired utility are as follows:

	PVUC		SCWC	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$61,725,405	100%	\$45,404,193	100%
	<u>\$61,725,405</u>	<u>100%</u>	<u>\$45,404,193</u>	<u>100%</u>
	Francisco Grande		Water Utility of Greater Buckeye	
	Amount	%		
Long-Term Debt*	\$0	0%	\$141,390	14%
Equity**	\$0	0%	\$904,244	86%
	<u>\$0</u>	<u>100%</u>	<u>\$1,045,634</u>	<u>100%</u>
	Valencia Water Co		Water Utility of Greater Tonopah	
	Amount	%		
Long-Term Debt*	\$4,330,334	77%	\$455,294	-33%
Equity**	\$1,318,946	23%	(\$1,822,311)	133%
	<u>\$5,649,280</u>	<u>100%</u>	<u>(\$1,367,017)</u>	<u>100%</u>
	Willow Valley Water Co		Water Utility of North Scottsdale	
	Amount	%		
Long-Term Debt*	\$609,667	23%	\$0	0%
Equity**	\$1,994,639	77%	(\$210,245)	100%
	<u>\$2,604,306</u>	<u>100%</u>	<u>(\$210,245)</u>	<u>100%</u>
	Hassayampa Utility Co		CP Water Co.	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$64,254	100%	\$1,146	100%
	<u>\$64,254</u>	<u>100%</u>	<u>\$1,146</u>	<u>100%</u>
	Picacho Cove Water		Picacho Cove Utilities	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$118,678	100%	(\$55,640)	100%
	<u>\$118,678</u>	<u>100%</u>	<u>(\$55,640)</u>	<u>100%</u>
	Baltarra Sewer			
	Amount	%		
Long-Term Debt*	\$0	0%		
Equity**	\$1,765,217	100%		
	<u>\$1,765,217</u>	<u>100%</u>		

*Include current portion of Long-term Debt.

**Includes Common Stock, Paid In Capital and Retained Earnings (Deficit).

The undersigned also confirm that at no time during the last six months did the equity ratios (as calculated above) of PVUC and SCWC fall below 40%.

WE THE UNDERSIGNED TREVOR T. HILL AND CINDY M. LILES, DO SAY THAT THE ABOVE INFORMATION HAS BEEN PREPARED UNDER OUR DIRECTION AND WE HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID COMPANIES FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH & EVERY MATTER AND THING SET FORTH, TO THE BEST OF OUR KNOWLEDGE, INFORMATION AND BELIEF.

x

Signature of owner or official/date

15-Jul-11

x

Signature of owner or official/date

15-Jul-11